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Return of Private Foundation

OMB No 1545-0052

or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2009

Department of the Treasury
Internal Revenue Service

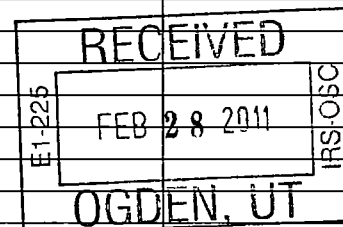
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2009, or tax year beginning JUL 1, 2009, and ending JUN 30, 2010

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation MUSK FOUNDATION		A Employer identification number 77-0587507
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (310) 473-7575
	11075 SANTA MONICA BLVD.		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
	City or town, state, and ZIP code LOS ANGELES, CA 90025		
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,044,544. (Part I, column (d) must be on cash basis.)			
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received			N/A	
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	79.	79.		STATEMENT 1
4	Dividends and interest from securities	14,693.	14,693.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	<5,013.>			
b	Gross sales price for all assets on line 6a	197,419.			
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total. Add lines 1 through 11	9,759.	14,772.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees STMT 3	12,505.	6,252.		6,253.
c	Other professional fees STMT 4	3,566.	3,566.		0.
17	Interest				
18	Taxes STMT 5	244.	234.		10.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 6	198.	99.		99.
24	Total operating and administrative expenses. Add lines 13 through 23	16,513.	10,151.		6,362.
25	Contributions, gifts, grants paid	362,010.			362,010.
26	Total expenses and disbursements. Add lines 24 and 25	378,523.	10,151.		368,372.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<368,764.>			
b	Net investment income (if negative, enter -0-)		4,621.		
c	Adjusted net income (if negative, enter -0-)			N/A	



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Operating and Administrative Expenses

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	1,559.	3,020.	3,020.
	2 Savings and temporary cash investments	555,870.	173,325.	173,325.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	809,630.	823,150.	868,199.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)	1,200.	0.	0.
	16 Total assets (to be completed by all filers)	1,368,259.	999,495.	1,044,544.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	1,368,259.	999,495.	
30 Total net assets or fund balances	1,368,259.	999,495.		
31 Total liabilities and net assets/fund balances	1,368,259.	999,495.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,368,259.
2 Enter amount from Part I, line 27a	2	<368,764.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	999,495.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	999,495.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
c PUBLICLY TRADED SECURITIES - CASH IN LIEU	P	VARIOUS	VARIOUS
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 93,873.		86,408.	7,465.
b 103,509.		116,024.	<12,515.>
c 37.			37.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			7,465.
b			<12,515.>
c			37.
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	<5,013.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	405,292.	1,540,635.	.263068
2007	604,259.	2,542,359.	.237677
2006	176,993.	2,862,686.	.061828
2005	181,650.	3,034,967.	.059852
2004	119,723.	3,134,396.	.038197

2 Total of line 1, column (d)	2	.660622
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.132124
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,304,473.
5 Multiply line 4 by line 3	5	172,352.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	46.
7 Add lines 5 and 6	7	172,398.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	368,372.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	46.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	46.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	46.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	1,867.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,867.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,821.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input checked="" type="checkbox"/> 1,821. Refunded <input checked="" type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.MUSKFOUNDATION.ORG</u>	13	X	
14	The books are in care of ► <u>ELON MUSK</u> Telephone no. ► <u>(310) 473-7575</u> Located at ► <u>11075 SANTA MONICA BLVD., STE 150 LOS ANGELES, CA</u> ZIP+4 ► <u>90025</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15		N/A

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years ► _____, _____, _____, _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ELON MUSK 11075 SANTA MONICA BLVD., STE 150 LOS ANGELES, CA 90025	PRESIDENT & DIRECTOR 1.00	0.	0.	0.
KIMBAL MUSK 11075 SANTA MONICA BLVD., STE 150 LOS ANGELES, CA 90025	SECRETARY, TREASURER & DIR 1.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

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Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A**Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B**Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	931,631.
b	Average of monthly cash balances	1b	392,707.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,324,338.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,324,338.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	19,865.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,304,473.
6	Minimum investment return. Enter 5% of line 5	6	65,224.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	65,224.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	46.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	46.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	65,178.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	65,178.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	65,178.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	368,372.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	368,372.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	46.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	368,326.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				65,178.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005	10,582.			
c From 2006	35,279.			
d From 2007	492,993.			
e From 2008	328,428.			
f Total of lines 3a through e	867,282.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$	368,372.			
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				65,178.
e Remaining amount distributed out of corpus	303,194.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,170,476.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	1,170,476.			
10 Analysis of line 9:				
a Excess from 2005	10,582.			
b Excess from 2006	35,279.			
c Excess from 2007	492,993.			
d Excess from 2008	328,428.			
e Excess from 2009	303,194.			

N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(1)(3) or ☐ 4942(1)(5)

- [illegible]

1 Information Regarding Foundation Managers:

- a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a The name, address, and telephone number of the person to whom applications should be addressed:**

- b** The form in which applications should be submitted and information and materials they should include:

- c Any submission deadlines:**

- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:**

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 8				
Total			▶ 3a	362,010.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
MERRILL LYNCH	79.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	79.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MERRILL LYNCH	14,693.	0.	14,693.
TOTAL TO FM 990-PF, PART I, LN 4	14,693.	0.	14,693.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	12,505.	6,252.		6,253.
TO FORM 990-PF, PG 1, LN 16B	12,505.	6,252.		6,253.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVISORY FEES	3,566.	3,566.		0.
TO FORM 990-PF, PG 1, LN 16C	3,566.	3,566.		0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAX	234.	234.		0.	
FORM 199	10.	0.		10.	
TO FORM 990-PF, PG 1, LN 18	244.	234.		10.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK FEES	198.	99.		99.	
TO FORM 990-PF, PG 1, LN 23	198.	99.		99.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
SECURITIES - SEE SCHEDULE #1	823,150.		868,199.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	823,150.		868,199.	

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total Adj Cost Basis	Fiscal Year Value 06/30/10	Unrealized Gain or (Loss)	Est Annual Income
Equities						
14	ADOBE SYS DEL PV\$ 0.001	05/01/09	386.50	370.02	(16.48)	
12	ADOBE SYS DEL PV\$ 0.001	07/20/09	374.85	317.16	(57.69)	
4	AMAZON COM INC COM	12/04/08	189.45	437.04	247.59	
6	AMAZON COM INC COM	12/09/08	308.96	655.56	346.60	
3	AMAZON COM INC COM	07/24/09	258.52	327.78	69.26	
20	AMERICAN TOWER CORP CL A	04/08/10	838.68	890.00	51.32	
12	AMERICAN TOWER CORP CL A	04/09/10	510.70	534.00	23.30	
9	AMERICAN TOWER CORP CL A	06/04/10	373.27	400.50	27.23	
7	ALLERGAN INC	11/02/09	397.22	407.82	10.60	2.00
15,000	EBAY INC COM	12/23/02	262,612.50	294,150.00	31,537.50	
6,590	VANGUARD TOTAL STK MKT ETF	02/19/03	316,775.13	346,370.40	29,595.27	

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CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/10	Unrealized Gain or (Loss)	Est Annual Income
Equities						
7	ALLERGAN INC	11/04/09	406.52	407.82	1.30	2.00
3	ALLERGAN INC	02/05/10	172.58	174.78	2.20	1.00
25	ALLEGHENY TECH INC	05/05/10	1,262.51	1,104.75	(157.76)	18.00
3	ALLEGHENY TECH INC	05/10/10	163.52	132.57	(30.95)	3.00
15	AMGEN INC COM PV \$0.0001	06/29/09	792.03	789.00	(3.03)	
8	AMGEN INC COM PV \$0.0001	01/27/10	255.88	420.80	(35.08)	
5	AMGEN INC COM PV \$0.0001	02/09/10	288.03	263.00	(25.03)	
5	APPLE INC	03/24/08	700.57	1,257.65	557.08	
2	APPLE INC	04/18/08	323.08	503.06	179.98	
4	APPLE INC	10/22/08	397.04	1,006.12	609.08	
5	APPLE INC	11/24/08	444.40	1,257.65	813.25	
2	APPLE INC	12/09/08	199.81	503.06	303.25	
1	APPLE INC	10/30/09	195.12	251.53	56.41	
1	APPLE INC	02/05/10	193.15	251.53	58.38	
13	BOEING COMPANY	05/27/10	842.27	815.75	(26.52)	22.00
12	BOEING COMPANY	06/11/10	778.03	753.00	(25.03)	21.00
19	CITRIX SYSTEMS INC COM	10/09/09	793.25	802.37	9.12	

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/10	Unrealized Gain or (Loss)	Est Annual Income
Equities						
6	CITRIX SYSTEMS INC COM	10/23/09	236.26	253.38	17.12	
11	CITRIX SYSTEMS INC COM	04/22/10	524.65	464.53	(60.12)	
4	CANADIAN NATURAL RES LTD	01/31/06	124.05	132.92	8.87	2.00
28	CANADIAN NATURAL RES LTD	09/26/06	633.24	930.44	297.20	9.00
4	CANADIAN NATURAL RES LTD	09/25/08	160.16	132.92	(27.24)	2.00
18	COACH INC	01/28/10	629.35	657.90	28.55	11.00
15	CELGENE CORP COM	05/05/10	900.81	762.30	(138.51)	
7	CELGENE CORP COM	05/06/10	418.83	355.74	(63.09)	
16	COVIDIEN PLC SHS	01/26/10	814.30	642.88	(171.42)	12.00
8	COVIDIEN PLC SHS	02/01/10	401.82	321.44	(80.38)	6.00
9	COVIDIEN PLC SHS	04/29/10	436.15	361.62	(74.53)	7.00
6	CISCO SYSTEMS INC COM	12/29/06	165.58	127.86	(37.72)	
25	CISCO SYSTEMS INC COM	04/23/07	671.44	532.75	(138.69)	
20	CISCO SYSTEMS INC COM	11/17/08	327.51	426.20	98.69	
17	CISCO SYSTEMS INC COM	04/09/09	304.02	362.27	58.25	
17	CISCO SYSTEMS INC COM	07/30/09	375.32	362.27	(13.05)	
17	CISCO SYSTEMS INC COM	03/19/10	445.00	362.27	(82.73)	

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CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/10	Unrealized Gain or (Loss)	Est Annual Income
Equities						
15	COCA COLA COM	01/13/10	856.62	751.80	(104.82)	27.00
8	COCA COLA COM	01/28/10	435.61	400.96	(34.65)	15.00
4	COCA COLA COM	02/10/10	215.56	200.48	(15.08)	8.00
16	COCA COLA COM	03/05/10	873.57	801.92	(71.65)	29.00
15	COLGATE PALMOLIVE	01/25/10	1,208.11	1,181.40	(26.71)	32.00
26	CONAGRA FOODS INC	05/19/10	643.49	606.32	(37.17)	21.00
24	CONAGRA FOODS INC	05/20/10	584.18	559.68	(24.50)	20.00
72	CORNING INC	05/28/10	1,555.72	1,162.80	(92.92)	15.00
31	CORNING INC	06/11/10	586.97	500.65	(66.32)	7.00
3	CUMMINS INC COM	05/01/09	102.12	195.39	93.27	3.00
9	CUMMINS INC COM	07/21/09	366.32	586.17	219.85	7.00
7	CUMMINS INC COM	04/29/10	531.82	455.91	(75.91)	5.00
12	DANAHER CORP DEL COM	01/31/06	339.90	445.44	105.54	1.00
12	DANAHER CORP DEL COM	04/18/08	455.14	445.44	(8.70)	1.00
27	DENBURY RES INC	03/10/10	432.52	395.28	(37.24)	
7	DIRECTV GROUP HLDNGS CLA	09/10/09	175.92	267.44	61.52	
7	DIRECTV GROUP HLDNGS CLA	09/21/09	184.67	237.44	52.77	

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/10	Unrealized Gain or (Loss)	Est Annual Income
Equities						
9	DIRECTV GROUP HLDNGS CLA	10/30/09	240.25	305.28	65.03	
22	E M C CORPORATION MASS	04/09/09	290.98	402.60	111.62	
29	E M C CORPORATION MASS	06/03/09	361.96	530.70	168.74	
12	E M C CORPORATION MASS	10/30/09	202.48	219.60	17.12	
23	EXPRESS SCRIPTS INC COM	06/14/10	228.24	1,081.46	(146.78)	
6	EMERSON ELEC CO	04/09/09	191.69	262.14	70.45	9.00
5	EMERSON ELEC CO	04/30/09	169.74	218.45	48.71	7.00
9	EMERSON ELEC CO	09/10/09	355.47	393.21	37.74	13.00
1	GOOGLE INC CL A	10/01/08	411.50	444.95	33.45	
1	GOOGLE INC CL A	12/31/09	622.82	444.95	(177.87)	
2	HEWLETT PACKARD CO DEL	07/17/08	85.54	86.56	1.02	1.00
6	HEWLETT PACKARD CO DEL	09/25/08	281.22	259.68	(21.54)	2.00
9	HEWLETT PACKARD CO DEL	11/25/08	300.02	389.52	89.50	3.00
8	HEWLETT PACKARD CO DEL	12/15/08	282.90	346.24	63.34	3.00
10	HEWLETT PACKARD CO DEL	06/29/09	382.74	432.80	50.06	4.00
5	HEWLETT PACKARD CO DEL	12/16/09	257.39	216.40	(40.99)	2.00
16	JPMORGAN CHASE & CO	03/13/09	381.34	585.76	204.42	4.00

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CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/10	Unrealized Gain or (Loss)	Est Annual Income
Equities						
6	JPMORGAN CHASE & CO	06/10/09	211.96	219.66	7.70	2.00
8	JPMORGAN CHASE & CO	04/15/10	383.59	292.88	(90.71)	2.00
6	JOHNSON AND JOHNSON COM	07/09/09	338.72	354.36	15.64	13.00
6	JOHNSON AND JOHNSON COM	10/28/09	358.93	354.36	(4.57)	13.00
7	JOHNSON AND JOHNSON COM	01/28/10	416.13	413.42	(2.71)	16.00
2	JOHNSON AND JOHNSON COM	02/05/10	125.44	118.12	(7.32)	5.00
7	JOHNSON AND JOHNSON COM	04/12/10	455.53	413.42	(42.11)	16.00
26	KIMBERLY CLARK	05/10/10	1,630.21	1,576.38	(53.83)	69.00
8	KIMBERLY CLARK	06/04/10	481.30	485.04	3.74	22.00
14	LABORATORY CP AMER HLDGS	05/19/10	1,085.88	1,054.90	(30.98)	
2	LABORATORY CP AMER HLDGS	05/20/10	152.65	150.70	(1.95)	
9	LOWE'S COMPANIES INC	12/04/08	200.06	183.78	(16.28)	4.00
14	LOWE'S COMPANIES INC	12/08/08	325.07	285.88	(39.19)	7.00
15	LOWE'S COMPANIES INC	07/20/09	311.16	306.30	(4.86)	7.00
12	MONSANTO CO NEW DEL COM	03/03/10	886.50	554.64	(331.86)	13.00
6	MEAD JOHNSON NUTRTION CO	12/18/09	250.25	300.72	50.47	6.00
9	MEAD JOHNSON NUTRTION CO	01/06/10	404.12	451.08	46.96	9.00

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CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/10	Unrealized Gain or (Loss)	Est Annual Income
Equities						
7	MEAD JOHNSON NUTRITION CO	01/28/10	316.70	350.84	34.14	7.00
12	MCDONALDS CORP COM	06/08/10	811.69	790.44	(21.25)	27.00
17	MCDONALDS CORP COM	06/08/10	1,149.89	1,119.79	(30.10)	38.00
2	MICROSOFT CORP	08/02/06	48.72	46.02	(2.70)	2.00
27	MICROSOFT CORP	08/17/06	666.40	621.27	(45.13)	15.00
24	MICROSOFT CORP	08/06/07	700.80	552.24	(148.56)	13.00
17	MICROSOFT CORP	10/17/07	524.55	391.17	(133.38)	9.00
15	MICROSOFT CORP	10/14/08	356.08	345.15	(10.93)	8.00
18	MICROSOFT CORP	03/06/09	274.57	414.18	139.61	10.00
13	MICROSOFT CORP	06/17/09	302.28	299.13	(3.15)	7.00
18	MICROSOFT CORP	07/06/09	416.14	414.18	(1.96)	10.00
17	ORACLE CORP \$0.01 DEL	08/31/07	344.38	364.82	20.44	4.00
18	ORACLE CORP \$0.01 DEL	04/01/08	366.51	386.28	19.77	4.00
50	ORACLE CORP \$0.01 DEL	04/13/10	1,303.70	1,073.00	(230.70)	10.00
41	PAYCHEX INC	05/21/10	1,198.25	1,064.77	(133.48)	51.00
6	PEPSICO INC	07/07/08	399.34	365.70	(33.64)	12.00
1	PEPSICO INC	10/07/08	67.03	60.95	(6.08)	2.00

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CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 10/30/10	Unrealized Gain or (Loss)	Est Annual Income
Equities						
6	PEPSICO INC	01/29/10	361.24	365.70	4.46	12.00
102	PFIZER INC	03/23/10	1,782.57	1,454.52	(328.05)	74.00
12	PFIZER INC	05/05/10	205.60	171.12	(34.48)	9.00
4	PROCTER & GAMBLE CO	06/25/09	207.36	239.92	32.56	8.00
13	PROCTER & GAMBLE CO	07/07/09	678.96	779.74	100.78	26.00
7	PROCTER & GAMBLE CO	07/08/09	367.95	419.86	51.91	14.00
12	RANGE RESOURCES CORP DEL	05/01/08	71.80	481.80	(290.00)	2.00
3	RANGE RESOURCES CORP DEL	09/05/08	128.02	120.45	(7.57)	1.00
3	RANGE RESOURCES CORP DEL	12/18/09	151.85	120.45	(31.40)	1.00
17	ROCKWELL COLLINS INC	03/09/10	1,030.11	903.21	(126.90)	17.00
10	ROCKWELL COLLINS INC	04/29/10	661.40	531.30	(130.10)	10.00
16	RAYTHEON CO DELAWARE NEW	11/25/09	830.77	774.24	(56.53)	24.00
8	RAYTHEON CO DELAWARE NEW	01/27/10	423.26	387.12	(36.14)	12.00
2	ST JUDE MEDICAL INC	02/17/09	77.89	72.18	(5.71)	
9	ST JUDE MEDICAL INC	05/12/09	335.33	324.81	(10.52)	
7	ST JUDE MEDICAL INC	10/30/09	241.45	252.63	11.18	
9	ST JUDE MEDICAL INC	04/13/10	359.51	324.81	(34.70)	

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CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/10	Unrealized Gain or (Loss)	Est Annual Income
Equities						
9	SCHLUMBERGER LTD	01/11/10	633.75	498.06	(135.69)	8.00
4	SCHLUMBERGER LTD	01/28/10	260.51	221.36	(39.15)	4.00
10	SALESFORCE COM INC	05/21/10	819.55	858.20	38.65	
18	SOUTHWESTERN ENERGY CO	12/21/09	873.65	695.52	(178.13)	
32	STARBUCKS CORP	05/10/10	854.87	777.60	(77.27)	13.00
16	STARBUCKS CORP	05/13/10	442.03	388.80	(53.23)	7.00
15	TEVA PHARMACTCL INDS ADR	06/29/09	733.97	779.85	45.88	9.00
11	TARGET CORP COM	10/09/09	548.90	540.87	(8.03)	11.00
4	TARGET CORP COM	11/18/09	192.67	196.68	4.01	4.00
9	TARGET CORP COM	01/22/10	456.12	442.53	(13.59)	9.00
10	3M COMPANY	12/11/09	816.78	789.90	(26.88)	21.00
3	3M COMPANY	12/14/09	245.79	236.97	(8.82)	7.00
8	3M COMPANY	06/10/10	618.87	631.92	13.05	17.00
15	TIME WARNER INC SHS	05/04/09	335.97	433.65	97.68	13.00
13	TIME WARNER INC SHS	05/13/09	297.68	375.83	78.15	12.00
26	UNITEDHEALTH GROUP INC	12/16/09	832.92	738.40	(94.52)	13.00
12	UNITEDHEALTH GROUP INC	01/21/10	409.96	340.80	(69.16)	6.00

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/10	Unrealized Gain or (Loss)	Est Annual Income
Equities						
13	UNITEDHEALTH GROUP INC	06/16/10	409.78	369.20	(40.56)	7.00
8	UNITED TECHS CORP COM	10/14/08	438.10	519.28	83.18	14.00
2	UNITED TECHS CORP COM	05/14/09	103.31	129.82	26.51	4.00
7	UNITED TECHS CORP COM	05/21/09	352.47	454.37	101.90	12.00
3	UNITED TECHS CORP COM	07/20/09	163.15	194.73	31.58	6.00
3	UNITED TECHS CORP COM	09/10/09	185.54	194.73	9.19	6.00
2	V F CORPORATION	04/22/10	173.67	142.36	(31.25)	5.00
3	V F CORPORATION	04/23/10	259.43	213.54	(45.89)	8.00
14	VISA INC CL A SHRS	04/13/09	849.74	660.50	140.76	7.00
1	VISA INC CL A SHRS	05/19/10	73.17	70.75	(2.42)	1.00
24	WALGREEN CO	02/24/10	850.87	640.80	(210.07)	14.00

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CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total Adj Cost Basis	Fiscal Year Value 06/30/10	Unrealized Gain or (Loss)	Est Annual Income
Equities						
30	AGRIUM INC	02/17/10	2,006.36	1,468.20	(538.16)	4.00
28	AXIS CAPITAL HOLDINGS LTD	10/20/09	848.31	832.16	(16.15)	24.00
17	AXIS CAPITAL HOLDINGS LTD	01/22/10	484.81	505.24	20.43	15.00
20	AXIS CAPITAL HOLDINGS LTD	02/17/10	611.95	594.40	(17.55)	17.00
19	ASTRAZENECA PLC SPND ADR	01/11/10	904.99	895.47	(9.52)	44.00
9	ASTRAZENECA PLC SPND ADR	01/14/10	442.90	424.17	(18.73)	21.00
40	ASTRAZENECA PLC SPND ADR	02/17/10	1,758.80	1,885.20	126.40	92.00

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CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/10	Unrealized Gain or (Loss)	Est Annual Income
Equities						
25	ACCENTURE PLC SHS	02/17/10	1,021.00	966.25	(54.75)	19.00
105	AUST NW Z B G ADR	02/17/10	2,110.45	1,890.00	(220.45)	101.00
140	BANCO BILBAO VIZCAYA ARGENTARIA S A ADR	02/17/10	1,955.34	1,440.60	(514.74)	68.00
45	BANCOLOMBIA S.A SPDS ADR	02/17/10	2,015.94	2,255.85	239.91	61.00
30	BRITISH AMN TOBACO SPADR	02/17/10	2,025.15	1,899.00	(126.15)	91.00
5	BAE SYS PLC SPN ADR	02/17/10	1,110.30	93.30	(17.60)	5.00
20	BAE SYS PLC SPN ADR	02/18/10	463.50	373.20	(80.30)	19.00
35	BAE SYS PLC SPN ADR	02/19/10	791.43	653.10	(138.33)	33.00
25	BAE SYS PLC SPN ADR	02/22/10	576.39	466.50	(109.89)	24.00
41	COCA COLA FEMSA SP ADR	02/17/10	2,488.27	2,566.19	77.92	47.00
135	COPEL PARANA ADR PREF B	02/17/10	2,968.96	2,787.75	(181.21)	4.00
265	COMPASS GROUP PLC ADR	02/17/10	1,968.95	2,035.20	66.25	48.00
101	COMPANHIA D SNMNT0 BSCO D ESTDO SAO PAULO ADR	02/17/10	3,570.51	4,175.34	604.83	
15	COPA HOLDINGS S A CL A	02/17/10	828.65	663.30	(163.35)	17.00
40	COVIDIEN PLC SHS	02/17/10	2,021.51	1,607.20	(414.31)	29.00
85	CRH PLC ADR	02/17/10	2,035.77	1,776.50	(259.27)	70.00

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Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/10	Unrealized Gain or (Loss)	Est Annual Income
Equities						
30	DIAGEO PLC SPSD ADR NEW	02/17/10	1,983.90	1,882.20	(101.70)	70.00
40	DELHAIZE GROUP SPONS ADR	02/17/10	3,102.64	2,900.00	(202.64)	59.00
125	FRANCE TELECOM ADR	02/17/10	2,914.13	2,163.75	(750.38)	194.00
30	FUJITSU LTD NEW ADR	02/17/10	983.98	948.00	(35.98)	12.00
21	GLAXOSMITHKLINE PLC ADR	01/08/10	863.60	714.21	(149.39)	42.00
11	GLAXOSMITHKLINE PLC ADR	01/14/10	461.90	374.11	(86.89)	22.00
45	GLAXOSMITHKLINE PLC ADR	02/17/10	1,768.05	1,530.45	(237.60)	90.00
20	INTL POWER PLC SPON ADR	02/17/10	904.29	904.00	(140.29)	39.00
90	MARKS AND SPENCER GP ADR	02/17/10	975.60	885.60	(90.00)	38.00
6	NETSCOUT CO ADR	02/17/10	1,872.93	1,446.00	(426.93)	23.00
18	NEXEN INC CANADA COM	10/03/07	546.89	354.06	(192.83)	4.00
10	NEXEN INC CANADA COM	08/05/08	302.36	196.70	(105.66)	2.00
24	NEXEN INC CANADA COM	01/28/09	357.61	472.08	114.47	5.00
22	NEXEN INC CANADA COM	10/27/09	498.98	432.74	(66.24)	5.00
10	NEXEN INC CANADA COM	02/17/10	224.00	196.70	(27.30)	2.00
19	NOKIA CORP SPON ADR	02/19/09	202.44	154.85	(47.59)	7.00
19	NOKIA CORP SPON ADR	07/20/09	249.12	154.85	(94.27)	7.00

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Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/10	Unrealized Gain or (Loss)	Est Annual Income
Equities						
39	NOKIA CORP SPON ADR	11/18/09	542.92	317.85	(225.07)	14.00
215	PEARSON SPONSORED ADR	02/17/10	3,004.32	2,827.25	(177.07)	116.00
45	PETROLEO BRAS VTG SPD ADR	02/17/10	1,872.90	1,544.40	(328.50)	7.00
15	POSCO SPN ADR	02/17/10	1,799.23	1,414.80	(384.43)	18.00
55	RENAISSANCE HLDGS LTD	02/17/10	2,959.49	3,094.85	135.36	55.00
55	ROYAL DUTCH SHELL PLC SPONS ADR A	02/17/10	3,061.30	2,762.10	(299.20)	158.00
80	SASOL LTD SPONSORED ADR	02/17/10	2,951.14	2,821.60	(129.54)	96.00
25	SAP AG SHS	02/17/10	1,108.06	1,107.50	(0.56)	11.00
13	SK TELECOM ADR	06/10/08	275.63	191.49	(84.14)	10.00
39	SK TELECOM ADR	04/09/09	611.22	574.47	(36.75)	28.00
15	SK TELECOM ADR	05/15/09	238.58	220.95	(17.63)	11.00
36	SK TELECOM ADR	05/18/09	569.76	530.28	(39.48)	26.00
17	SK TELECOM ADR	08/19/09	268.85	250.41	(18.44)	12.00
10	SIEMENS AG ADR	09/29/08	932.91	895.30	(37.61)	17.00
8	SIEMENS AG ADR	10/24/08	402.97	116.24	313.27	14.00
5	SIEMENS AG ADR	02/17/10	439.45	447.65	8.20	9.00

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Equities						
150	SILICONWARE PRECSN SPADR	02/17/10	973.49	802.50	(170.99)	30.00
130	STATOIL ASA SHS	02/17/10	2,919.79	2,489.50	(430.29)	102.00
5	SVENSKA C AKTI SPONS ADR	05/18/10	57.31	59.95	2.64	2.00
20	SVENSKA C AKTI SPONS ADR	05/19/10	221.66	239.80	18.14	8.00
20	SVENSKA C AKTI SPONS ADR	05/20/10	218.30	239.80	21.50	8.00
35	SVENSKA C AKTI SPONS ADR	05/21/10	387.03	419.65	32.62	14.00
20	SVENSKA C AKTI SPONS ADR	05/24/10	224.39	239.80	15.41	8.00
60	SVENSKA C AKTI SPONS ADR	05/25/10	647.66	719.40	71.74	24.00
5	SVENSKA C AKTI SPONS ADR	05/26/10	56.09	59.95	3.86	2.00
15	TEVA PHARMACTCL INDS ADR	02/17/10	869.44	779.85	(89.59)	9.00
60	TRANSCANADA CORP	02/17/10	1,992.22	2,005.80	13.58	90.00
140	TELSTRA CORP ADR	02/17/10	1,965.88	1,916.60	(49.28)	169.00
55	TURKCELL ILETISIM ADR	02/17/10	912.42	713.90	(198.52)	33.00
11	TECHNIP SP ADR	11/18/08	290.96	641.36	350.40	15.00
15	TECHNIP SP ADR	02/17/10	1,115.70	874.58	(241.12)	20.00
30	TORONTO DOMINION BANK	02/17/10	1,905.00	1,947.30	42.30	70.00
70	UNILEVER PLC NEW ADR	02/17/10	2,074.79	1,871.10	(203.69)	67.00

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/10	Unrealized Gain or (Loss)	Est Annual Income
Equities						
10	UNTD OVERSEAS BK SPN ADR	05/04/10	290.70	280.50	(10.20)	9.00
25	UNTD OVERSEAS BK SPN ADR	05/05/10	714.07	701.25	(12.82)	22.00
5	UNTD OVERSEAS BK SPN ADR	06/02/10	130.52	149.25	9.73	5.00
25	UNTD OVERSEAS BK SPN ADR	06/04/10	687.37	701.25	13.88	22.00
5	UNTD OVERSEAS BK SPN ADR	06/08/10	133.22	140.25	7.03	5.00
5	ZURICH FINL SVCS SPN ADR	05/04/10	108.17	109.75	1.58	7.00
15	ZURICH FINL SVCS SPN ADR	05/05/10	317.48	329.25	11.77	19.00
10	ZURICH FINL SVCS SPN ADR	05/06/10	213.15	219.50	6.35	13.00
40	ZURICH FINL SVCS SPN ADR	05/07/10	827.61	878.00	50.39	50.00
15	ZURICH FINL SVCS SPN ADR	05/10/10	327.97	329.25	1.28	19.00
10	ZURICH FINL SVCS SPN ADR	06/03/10	210.40	219.50	9.10	13.00
40	ZURICH FINL SVCS SPN ADR	06/04/10	831.85	878.00	46.15	50.00
180	YAMANA GOLD INC	02/17/10	1,949.38	1,854.00	(95.38)	11.00

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/10	Unrealized Gain or (Loss)	Est Annual Income
Equities						
10	ALLSTATE CORP DEL COM	02/28/06	546.85	287.30	(259.55)	8.00
10	ALLSTATE CORP DEL COM	03/07/06	541.75	287.30	(254.45)	8.00
5	ALLSTATE CORP DEL COM	03/14/06	273.57	143.65	(129.92)	4.00
10	ALLSTATE CORP DEL COM	03/16/06	548.67	287.30	(261.37)	8.00
12	ALLSTATE CORP DEL COM	11/13/08	348.44	344.76	(3.68)	10.00
19	ALTRIA GROUP INC	02/15/06	380.76	380.76	58.66	27.00
5	ALTRIA GROUP INC	04/25/07	106.87	100.20	(6.67)	7.00
35	ALTRIA GROUP INC	04/10/08	752.17	701.40	(50.77)	49.00
20	ALTRIA GROUP INC	04/16/08	426.34	400.80	(25.54)	28.00

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Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/10	Unrealized Gain or (Loss)	Est Annual Income
Equities						
5	ALTRIA GROUP INC	04/28/08	106.50	100.20	(6.30)	7.00
15	ALTRIA GROUP INC	03/11/09	246.59	300.60	54.01	21.00
16	ALTRIA GROUP INC	03/13/09	266.40	320.64	54.24	23.00
24	ALTRIA GROUP INC	04/13/10	506.16	480.96	(25.20)	34.00
23	ANNALY CAP MGMT INC	06/30/08	359.79	394.45	34.66	63.00
25	ANNALY CAP MGMT INC	07/08/08	391.38	428.75	37.37	68.00
30	ANNALY CAP MGMT INC	07/15/08	432.17	514.50	82.33	82.00
30	ANNALY CAP MGMT INC	07/17/08	434.98	514.50	79.52	82.00
19	ANNALY CAP MGMT INC	03/24/09	277.73	325.85	48.12	52.00
21	ANNALY CAP MGMT INC	04/03/09	291.17	360.15	68.98	58.00
25	ANNALY CAP MGMT INC	05/17/10	403.96	428.75	24.79	68.00
10	AMEREN CORP	08/28/07	500.88	237.70	(263.18)	16.00
10	AMEREN CORP	09/11/07	505.86	237.70	(268.16)	16.00
10	AMEREN CORP	09/26/07	509.43	237.70	(271.73)	16.00
10	AMEREN CORP	10/17/07	538.87	237.70	(301.17)	16.00
15	AMEREN CORP	04/14/10	397.42	356.55	(40.87)	24.00
44	AT&T INC	02/15/06	1,244.77	1,064.36	(180.41)	74.00

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Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/10	Unrealized Gain or (Loss)	Est Annual Income
Equities						
31	BAXTER INTERNTL INC	05/18/10	1,346.97	1,259.84	(87.13)	36.00
1	BAXTER INTERNTL INC	05/19/10	42.63	40.64	(1.99)	2.00
9	CENTURYLINK INC SHS	02/23/09	244.41	299.79	55.38	27.00
6	CENTURYLINK INC SHS	02/26/09	138.81	199.86	61.05	18.00
11	CENTURYLINK INC SHS	03/05/09	268.04	366.41	98.37	32.00
10	CENTURYLINK INC SHS	03/11/09	270.72	333.10	62.38	29.00
19	CHEVRON CORP	02/15/06	1,057.17	1,289.34	232.17	55.00
5	CONOCOPHILLIPS	02/22/06	308.87	245.45	(63.42)	11.00
10	CONOCOPHILLIPS	02/28/06	608.38	490.90	(117.48)	22.00
10	CONOCOPHILLIPS	03/01/06	616.54	490.90	(125.64)	22.00
26	CONOCOPHILLIPS	11/10/09	1,385.29	1,276.34	(108.95)	58.00
53	CHESAPEAKE ENERGY OKLA	11/12/09	1,333.10	1,110.35	(222.75)	16.00
25	COCA COLA COM	06/02/10	1,305.65	1,253.00	(52.65)	44.00
5	DIAMOND OFFSHORE DRLNG	12/20/07	657.92	310.95	(346.97)	3.00
5	DIAMOND OFFSHORE DRLNG	12/24/07	710.79	310.95	(399.84)	3.00
5	DIAMOND OFFSHORE DRLNG	12/31/07	714.57	310.95	(403.62)	3.00
2	DIAMOND OFFSHORE DRLNG	02/11/08	219.23	124.38	(94.85)	1.00

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/10	Unrealized Gain or (Loss)	Est Annual Income
Equities						
4	DIAMOND OFFSHORE DRLNG	01/12/09	234.43	248.76	14.33	2.00
5	DIAMOND OFFSHORE DRLNG	07/27/09	468.68	310.95	(157.73)	3.00
1	DIAMOND OFFSHORE DRLNG	07/29/09	90.24	62.19	(28.05)	1.00
5	DIAMOND OFFSHORE DRLNG	04/14/10	463.88	310.95	(152.93)	3.00
7	DIAMOND OFFSHORE DRLNG	05/14/10	199.32	435.33	(63.99)	4.00
5	R R DONNELLEY SONS	02/15/06	162.60	81.85	(80.75)	6.00
5	R R DONNELLEY SONS	03/31/06	163.59	81.85	(81.74)	6.00
10	R R DONNELLEY SONS	04/07/06	331.36	163.70	(167.66)	11.00
10	R R DONNELLEY SONS	04/28/06	334.75	163.70	(171.05)	11.00
10	R R DONNELLEY SONS	05/05/06	336.44	163.70	(172.74)	11.00
5	R R DONNELLEY SONS	05/18/06	167.05	81.85	(85.20)	6.00
10	R R DONNELLEY SONS	06/06/06	312.31	163.70	(148.61)	11.00
19	R R DONNELLEY SONS	06/16/10	349.09	311.03	(38.06)	20.00
7	EDISON INTL CALIF	03/04/09	174.86	222.04	49.29	9.00
7	EDISON INTL CALIF	03/10/09	174.86	222.04	47.18	9.00
10	EDISON INTL CALIF	03/17/09	281.69	317.20	35.51	13.00
9	EDISON INTL CALIF	03/20/09	256.66	285.48	28.82	12.00

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/10	Unrealized Gain or (Loss)	Est Annual Income
Equities						
16	FREEPRT-MCMRAN CPR & GLD	01/08/10	1,404.14	946.08	(458.06)	20.00
12	GLAXOSMITHKLINE PLC ADR	02/15/06	615.25	408.12	(207.13)	24.00
15	GLAXOSMITHKLINE PLC ADR	05/29/07	778.73	510.15	(268.58)	30.00
10	GLAXOSMITHKLINE PLC ADR	06/05/07	517.98	340.10	(177.88)	20.00
10	GLAXOSMITHKLINE PLC ADR	06/11/07	522.66	340.10	(182.56)	20.00
15	GLAXOSMITHKLINE PLC ADR	06/15/07	789.83	510.15	(279.68)	30.00
11	GLAXOSMITHKLINE PLC ADR	04/14/10	435.53	374.11	(61.42)	22.00
7	GOLDMAN SACHS GROUP INC	10/07/09	1,317.07	918.89	(398.18)	10.00
3	GOLDMAN SACHS GROUP INC	05/14/10	429.17	383.81	(35.36)	5.00
77	HUDSON CITY BANCORP INC	07/02/09	1,013.54	943.25	(70.29)	47.00
6	HUDSON CITY BANCORP INC	07/07/09	81.29	73.50	(7.79)	4.00
7	HARRIS CORP DEL	01/20/09	284.25	291.55	7.30	7.00
6	HARRIS CORP DEL	01/28/09	267.94	249.90	(18.04)	6.00
6	HARRIS CORP DEL	02/06/09	264.40	249.90	(14.50)	6.00
6	HARRIS CORP DEL	02/16/09	247.06	249.90	2.84	6.00
68	INTEL CORP	11/11/09	1,347.37	1,322.60	(24.77)	43.00

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Equities						
3	INTL BUSINESS MACHINES CORP IBM	04/02/09	299.08	370.44	71.36	8.00
2	INTL BUSINESS MACHINES CORP IBM	04/07/09	197.86	246.96	49.10	6.00
1	INTL BUSINESS MACHINES CORP IBM	04/23/09	100.52	123.48	22.96	3.00
5	INTL BUSINESS MACHINES CORP IBM	04/27/09	502.40	617.40	115.00	13.00
20	JOHNSON AND JOHNSON GOM	05/15/09	1,106.56	1,181.20	74.64	44.00
8	KRAFT FOODS INC VA CL A	04/24/07	267.14	224.00	(43.14)	10.00
15	KRAFT FOODS INC VA CL A	05/01/07	502.29	420.00	(82.29)	18.00
20	KRAFT FOODS INC VA CL A	05/09/07	654.84	560.00	(94.84)	24.00
20	KIMBERLY CLARK	02/15/06	1,151.41	1,212.60	61.19	53.00
17	LOCKHEED MARTIN CORP	03/11/10	1,406.10	1,266.50	(139.60)	43.00
18	LUBRIZOL CORP	01/12/10	1,373.15	1,445.58	72.43	26.00
10	METLIFE INC COM	04/24/09	287.17	377.60	90.43	8.00
19	METLIFE INC COM	05/04/09	524.45	717.44	192.99	15.00
8	METLIFE INC COM	05/15/09	247.19	302.08	54.89	6.00
35	MARATHON OIL CORP	02/15/06	1,175.14	1,088.15	(86.99)	35.00

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Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/10	Unrealized Gain or (Loss)	Est Annual Income
Equities						
62	MATTEL INC COM	02/15/06	1,069.51	1,311.92	242.41	47.00
41	MC GRAW HILL COMPANIES	08/24/09	1,259.05	1,153.74	(105.31)	39.00
8	MEDTRONIC INC COM	02/18/09	275.10	290.16	15.06	8.00
6	MEDTRONIC INC COM	02/23/09	208.27	217.62	9.35	6.00
7	MEDTRONIC INC COM	02/25/09	239.34	253.89	14.55	7.00
8	MEDTRONIC INC COM	02/26/09	257.52	290.16	32.64	8.00
24	NEW YORK CMNTY BANCORP	01/20/09	301.40	366.48	65.08	24.00
22	NEW YORK CMNTY BANCORP	01/23/09	266.00	335.94	69.94	22.00
19	NEW YORK CMNTY BANCORP	01/29/09	252.40	290.13	37.73	19.00
20	NEW YORK CMNTY BANCORP	02/04/09	251.48	305.40	53.92	20.00
26	NORTHROP GRUMMAN CORP	10/27/09	1,325.63	1,415.24	89.81	49.00
56	PFIZER INC	02/15/06	1,431.92	798.56	(633.36)	41.00
20	PFIZER INC	04/21/06	498.05	285.20	(212.85)	15.00
25	PFIZER INC	04/26/06	624.23	356.50	(267.73)	18.00
20	PFIZER INC	04/28/06	502.97	285.20	(217.77)	15.00
20	PFIZER INC	05/02/06	505.17	285.20	(219.97)	15.00
28	PFIZER INC	04/13/10	480.37	399.28	(81.09)	21.00

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Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/10	Unrealized Gain or (Loss)	Est Annual Income
Equities						
27	REYNOLDS AMERICAN INC	02/15/08	1,408.28	1,407.24	(1.04)	98.00
5	ROYAL DUTCH SHELL PLC SPONS ADR A	09/08/07	401.35	251.10	(150.25)	15.00
5	ROYAL DUTCH SHELL PLC SPONS ADR A	09/25/07	415.18	251.10	(164.08)	15.00
10	ROYAL DUTCH SHELL PLC SPONS ADR A	10/02/07	8.77	502.20	(316.57)	29.00
5	ROYAL DUTCH SHELL PLC SPONS ADR A	10/08/07	399.72	251.10	(148.62)	15.00
5	TOTAL S.A. SP ADR	12/13/07	408.31	223.20	(185.11)	14.00
5	TOTAL S.A. SP ADR	12/27/07	411.84	223.20	(188.64)	14.00
10	TOTAL S.A. SP ADR	01/03/08	847.39	446.40	(400.99)	27.00
5	TOTAL S.A. SP ADR	01/08/08	432.54	223.20	(209.34)	14.00
21	TOTAL S.A. SP ADR	02/12/10	1,192.87	937.44	(255.43)	55.00
1	TOTAL S.A. SP ADR	02/18/10	58.57	44.64	(13.93)	3.00
10	TOTAL S.A. SP ADR	05/17/10	480.26	446.40	(33.86)	27.00
28	TRAVELERS COS INC	02/15/06	1,233.13	1,379.00	145.87	41.00
17	V F CORPORATION	02/15/06	953.40	1,210.66	256.66	41.00
43	VERIZON COMMUNICATNS COM	02/15/06	1,409.72	1,204.86	(204.86)	82.00

MUSK FOUNDATION
77-05875507
FORM 990-PF (2009)

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/10	Unrealized Gain or (Loss)	Est Annual Income
Equities						
5	WINDSTREAM CORP	08/09/06	63.65	52.80	(10.85)	5.00
35	WINDSTREAM CORP	08/10/06	444.22	369.60	(74.62)	35.00
40	WINDSTREAM CORP	08/18/06	516.01	422.40	(93.61)	40.00
40	WINDSTREAM CORP	09/01/06	529.88	422.40	(107.48)	40.00
35	XEROX CORP	06/23/08	283.60	281.40	(202.20)	6.00
30	XEROX CORP	06/27/08	403.24	241.20	(162.04)	6.00
35	XEROX CORP	07/07/08	471.35	281.40	(189.95)	6.00
30	XEROX CORP	07/14/08	392.79	241.20	(151.59)	6.00
4	WASTE MANAGEMENT INC NEW	01/11/08	125.28	125.16	(0.12)	5.00
15	WASTE MANAGEMENT INC NEW	01/23/08	444.28	469.35	25.07	19.00
15	WASTE MANAGEMENT INC NEW	02/01/08	494.28	469.35	(24.93)	19.00
5	WASTE MANAGEMENT INC NEW	02/08/08	162.65	156.45	(6.20)	7.00
5	WASTE MANAGEMENT INC NEW	02/11/08	160.90	156.45	(4.45)	7.00
Total Equities				868,199.49		

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 8

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ELS FOR AUTISM 11770 U.S. HIGHWAY ONE SUITE 102 NORTH PALM BEACH, FL 33408	NONE DEVELOP CENTERS PROVIDING SERVICES TO AUTISTIC CHILDREN	PUBLIC	5,000.
STUDENTS FOR THE EXPLORATION AND DEVELOPMENT OF SPACE, USA C/O DAVID COHEN, ESQ, 5580 PETERSON LANE, SUITE 155	NONE SCIENCE EDUCATION AND COMMUNITY OUTREACH PROGRAMS	PUBLIC	5,000.
MATTEL CHILDREN'S HOSPITAL AT UCLA 1000 VETERAN AVENUE LOS ANGELES, CA 90095-1797	NONE INTERVENTION PROGRAM FOR CHILDREN WITH DISABILITIES	PUBLIC	5,000.
CALIFORNIA SCIENCE CENTER FOUNDATION 700 STATE DRIVE LOS ANGELES, CA 90037	NONE EDUCATIONAL PROGRAM - GENERAL FUND	PUBLIC	15,000.
SILVERLAKE CONSERVATORY OF MUSIC 3920 SUNSET BLVD SILVERLAKE, CA 90029	NONE EXPAND SCHOLARSHIP PROGRAM TO OFFER FREE MUSIC LESSONS TO CHILDREN	PUBLIC	5,000.
LA CANADA HIGH SCHOOL 4463 OAK GROVE DRIVE LA CANADA FLINTRIDGE, CA 91011	NONE STUDENT BODY ENGINEERING CLUB'S FIRST ROBOTICS TEAM	PUBLIC	2,500.
CEDARS-SINAI MEDICAL CENTER P.O. BOX 48750, ROOM 2416 LOS ANGELES, CA 90048	NONE BOARD OF GOVERNORS DUES FOR 2010	PUBLIC	1,500.
AUTISM SPEAKS 5455 WILSHIRE BLVD SUITE 2250 LOS ANGELES, CA 90036	NONE GENERAL CONTRIBUTION	PUBLIC	100.

ERIKSON INSTITUTE 451 NORTH LASALLE STREET CHICAGO, IL 60654	NONE SUPPORT FOR ERIKSON INSTITUTE'S CENTER FOR CHILDREN AND FAMILIES	PUBLIC	5,000.
FEDERATION OF GALAXY EXPLORERS 12609 SPRINGLOCH COURT SILVER SPRING, MD 20904	NONE SCIENCE EDUCATION AND COMMUNITY OUTREACH PROGRAMS	PUBLIC	2,500.
CAMBRIDGE IN AMERICA 292 MADISON AVENUE, 8TH FLOOR NEW YORK, NY 10017	NONE CENTER FOR MATHEMATICAL SCIENCES - ANDREW CHAMBLIN MEMORIAL LECTURE FUND	PUBLIC	5,000.
FOUNDATION DAY SCHOOL 1128 N ORANGE GROVE AVE WEST HOLLYWOOD, CA 90046	NONE EDUCATIONAL PURPOSES	PUBLIC	30,000.
CHABOT SPACE AND SCIENCE CENTER 10000 SKYLINE BLVD OAKLAND, CA 94619	NONE SCIENCE EDUCATION AND COMMUNITY OUTREACH PROGRAMS	PUBLIC	5,000.
THE CHILDREN'S CENTER 79 WEST ALEXANDRINE DETROIT, MI 48201	NONE GENERAL CONTRIBUTION	PUBLIC	30,000.
MARS INSTITUTE NASA RESEARCH PARK MOFFETT FIELD, CA 94035-0006	NONE SCIENCE EDUCATION AND COMMUNITY OUTREACH PROGRAMS	PUBLIC	5,000.
CORNERSTONE YOUTH DEVELOPMENT FUND 1030 PRAIRIE VIEW CT ROCHESTER, MI 48306-2565	NONE GIRLS HOPE BOYS HOPE EFFORTS TO PROVIDE CHILDREN WITH QUALITY EDUCATION	PUBLIC	5,000.
PETERSEN AUTOMOTIVE MUSEUM 6060 WILSHIRE BLVD LOS ANGELES, CA 90036	NONE GENERAL CONTRIBUTION	PUBLIC	1,160.
PRETORIA BOYS HIGH SCHOOL P.O. BOX 11790 HATFIELD, SOUTH AFRICA	NONE EDUCATIONAL PURPOSES	PUBLIC	5,000.

CRESCENTA VALLEY HIGH SCHOOL 2900 COMMUNITY AVENUE LA CRESCENTA, CA 91214-3461	NONE 2010 FIST ROBOTICS COMPETITION	PUBLIC	2,500.
SPACE FRONTIER FOUNDATION 16 FIRST AVE NYACK, NY 10960	NONE SCIENCE EDUCATION AND COMMUNITY OUTREACH PROGRAMS	PUBLIC	5,000.
CREATIVE COMMONS 171 2ND ST, SUITE 300 SAN FRANCISCO, CA 94105-3465	NONE GENERAL CONTRIBUTION	PUBLIC	10,000.
FOCUS:HOPE 1355 OAKMAN BLVD DETROIT, MI 48238	NONE GENERAL CONTRIBUTION	PUBLIC	30,000.
MALARIA NO MORE 432 PARK AVE SOUTH 13TH FLOOR NEW YORK, NY 10016	NONE GENERAL CONTRIBUTION	PUBLIC	5,000.
THE PLANETARY SOCIETY 65 NORTH CATALINA AVENUE PASADENA, CA 91106	NONE SCIENCE EDUCATION AND COMMUNITY OUTREACH PROGRAMS	PUBLIC	3,500.
THE BIZWOLRD FOUNDATION 444 DE HARO STREET SUITE 203 SAN FRANCISCO, CA 94107	NONE GENERAL CONTRIBUTION	PUBLIC	5,000.
VIRGIN UNITE USA, INC. 65 BLEECKER STREET, 6TH FLOOR NEW YORK, NY 10012	NONE ROCK THE KASBAH 2009 EVENT	PUBLIC	18,000.
TURNING POINT SCHOOL 8780 NATIONAL BLVD CULVER CITY, CA 90232	NONE EDUCATIONAL PROGRAM - GENERAL FUND	PUBLIC	50,250.
WORLD SPACE WEEK ASSOCIATION 957 NASA PARKWAY SUITE 350 HOUSTON, TX 77058	NONE SCIENCE EDUCATION AND COMMUNITY OUTREACH PROGRAMS	PUBLIC	5,000.

MUSK FOUNDATION

77-0587507

FIDELITY CHARITABLE GIFT FUND
P.O. BOX 55158 BOSTON, MA
02205-5158

NONE
GENERAL CONTRIBUTION

PUBLIC

95,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

362,010.